

Millennium & Copthorne Hotels New Zealand Limited

(MCK) and/or (the Company)

Director Independence checklist and declaration

1. **Introduction**

The following checklist is to be completed annually by each director of the Company to assist the Board in determining, in its discretion, if a Director is or remains an Independent Director as defined under the NZX Listing Rules.

This declaration is being completed by: *[full name]*]

For the period: *[state period either by date or financial year]*]

2. **Independent Director definition**

The NZX Listing Rules currently define an Independent Director as:

“a Director who is not an Employee of the Issuer and who has no Disqualifying Relationship.”

To have no Disqualifying Relationship, a Director must have no direct or indirect interest, position, association or relationship that could reasonably influence, or could reasonably be perceived to influence, in a material way, the Director’s capacity to:

- bring an independent view to decisions in relation to MCK;
- act in the best interest of MCK; and
- represent the interests of MCK’s financial product holders generally.

I confirm that I have read and understand the definition of “Independent Director” in the Listing Rules: YES / NO *[please select one]*

I confirm that I have read and understand the definition of “Disqualifying Relationship” in the Listing Rules: YES / NO *[please select one]*

I confirm that I currently DO / DO NOT have a “Disqualifying Relationship” as defined in the Listing Rules: *[please select one]*



3. Information collected by the Board to assess independence

The Board will assess the independence of Directors upon appointment and re-election, and then annually, and will re-assess determinations of independence as soon as practicable when any new interests, positions, associations or relationships are disclosed by a Director.

Directors will update the Board at the earliest opportunity with any new information in relation to interests, positions, associations or relationships relevant to independence.

As at the date of this declaration, I confirm that I have disclosed all information to the Company in relation to my current interests, positions, associations or relationships relevant to independence: YES / NO [please select one]

If you have answered NO to the above, please state what new information is to be disclosed:

To allow the Board to consider all relevant facts and circumstances when determining the independence of a Director, please complete the following:

- I am currently, or have been within the last three years, employed in an executive role by MCK, or any of its subsidiaries **YES / NO** [please select one]
- I am currently deriving, or within the last 12 months have derived a substantial portion of my annual revenue from MCK **YES / NO** [please select one]
- I am currently, or was within the last 12 months, in a senior role in a provider of material professional services (other than an external auditor) to MCK or any of its subsidiaries **YES / NO** [please select one]
- I am currently, or was within the last three years, employed by the external auditor to MCK, or any of its subsidiaries **YES / NO** [please select one]
- I currently have, or did have within the last three years, a material business relationship (e.g., as a supplier or customer) with MCK or any of its subsidiaries **YES / NO** [please select one]
- I am a substantial product holder of MCK, or a senior manager of, or person otherwise associated with, a substantial product holder of MCK **YES / NO** [please select one]
- I am currently, or was within the last three years, in a material contractual relationship with MCK or any of its subsidiaries, other than as a director **YES / NO** [please select one]
- I have close family ties or personal relationships (including close social or business connections) with anyone in the categories listed above **YES / NO** [please select one]
- I have been a director of MCK for a period of 12 years or more **YES / NO** [please select one]
- I am aware of other circumstances which may affect my ability to act as an independent director of MCK **YES / NO** [please select one]



In certain circumstances, the Board, in its discretion, may consider a Director to be an Independent Director even though the Director meets one or more of the criteria specified above. In each case the, the materiality of the interest, position, association or relationship must be assessed by the Board to determine whether that interest, position, association or relationship might reasonably influence, or could reasonably be perceived to influence, in a material way, the Director's capacity to:

- bring an independent view to decisions in relation to MCK;
- act in the best interest of MCK; and
- represent the interests of MCK's financial product holders generally.

If you have answered YES to one or more of the criteria specified above, please provide any further relevant information for the Board to consider in its assessment of your independence:

4. Declaration

I, [full name] , declare that the information contained in this declaration is true and correct in all respects and I give consent to the Board of the Company for the use of this information for the purpose of determining whether I am an Independent Director of the Company (as defined in the NZX Listing Rules).

Dated at

This day of 202_

Signature: _____